



# **BY-LAWS**



**BY-LAWS**  
**OF**  
**WINGS MINISTRY**

I

CORPORATE OFFICE

A. Principal Office: The principal office of the corporation in the State of New Mexico shall be located at 2270 D Wyoming N.E. #130, Albuquerque, New Mexico 87112. The corporation may have such other offices, either within or without the State of New Mexico, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

B. Registered Office & Agent: The corporation shall have and continuously maintain in the State of New Mexico a registered office, and a registered agent whose office is identical with such registered office, as required by the New Mexico Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of New Mexico, and the address of the registered office may be changed from time to time by the Board of Directors.

II

MEMBERSHIP

The corporation shall have no members.

III

DIRECTORS

A. General Powers: The affairs of the corporation shall be managed by its Board of Directors. Directors need not be residents of the State of New Mexico.

B. Number, Tenure & Qualifications: The Board of Directors shall consist of a number of persons, divisible by three (3), not less than nine (9), but not to exceed eighteen (18) and can be adjusted annually by a vote of the directors. One third (1/3) of the total number of members of the elected Board shall be elected annually at the Annual Meeting by a simple majority vote (over one half) of the directors and in accordance with these By-laws to serve for a term not to exceed three (3) years. The Board may select a term of less than three (3) years to balance the expiration dates of the overall Board. No person shall serve as a Director for more than nine (9) consecutive years. The Board of Directors shall at all times have an adjunct, non-voting member who will under the age of eighteen years, but no less than 14 years of age, which shall be designated the “Youth Representative” of the Wings Ministry. Qualifications for being a Board Member shall include:

- Love God
- Care about family members of inmates
- Has a gift to share
- Willingness to sign the Wings Ministry Board of Directors Commitment Letter (Attachment 1)
- Subscribe to the Wings Ministry Statement of Faith (the Apostle’s Creed)

C. Regular Meetings: A regular annual meeting of the Board of Directors shall be held without other notice than this by-law, by the 31<sup>st</sup> day of January, at 7:00 pm. each year (i) to elect directors to those directorships whose term expires that year, (ii) to elect officers, and (iii)

to transact such other business as may come before the directors. The Board of Directors may provide by resolution the time and place, either within or without the State of New Mexico, for the holding of additional regular meetings of the Board without other notice than such resolution.

D. Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of New Mexico, as the place for holding any special meeting of the Board called by them.

E. Notice: Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by notice delivered by telephone or e-mail to each director at his/her contact telephone number or e-mail address as shown by the records of the corporation. If notice is give by phone, such notice shall be deemed to be delivered when contact is made or message is placed on answering machine. The person making telephonic contact must record time and date of call. If notice is given by e-mail, such notice shall be deemed to be delivered when the message is added to the Board e-mail distribution list message archive. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

F. Quorum: A majority of the directors shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting.

G. Manner of Acting: The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

H. Vacancies/Removal: Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of a quorum (see section III.F above). A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. A director may be removed by a majority vote of the other directors, or may resign by giving fifteen (15) days written notice to the other directors. Upon the removal or resignation of a director, the remaining directors, though less than a quorum, may elect by a majority vote a new director to serve until the expiration of the term of the director who was removed or resigned.

I. Compensation: Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

J. Informal Action By Directors: Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors.

K. Telephonic Meetings: Directors may participate in a meeting through use

of a conference telephone or similar communications equipment, so long as all directors participating in such meetings can hear one another. Participation in a meeting pursuant to this paragraph constitutes presence in person at such meeting.

L. Electronic Meetings may be held for informational purposes and to expedite business. If any Board Member questions, objects, or the discussion becomes contentious, the issue will be tabled until the next Board Meeting. The Board e-mail distribution list shall be maintained by the Wings Ministry Postmaster and shall provide automatic distribution and archival of messages to all directors and the Executive Director. Any director or the Executive Director may propose an action or provide information to the distribution list. Each recipient shall reply to the list to indicate reception of the proposal. Forty-eight (48) hours after the initial posting, the postmaster shall notify the list if a quorum of the directors has read the proposal. List members may discuss the proposal at any time. After forty-eight hours from the initial posting and if a quorum has read the proposal, a director may move for a vote on the proposal and another director may second the motion. Up to forty-eight (48) hours shall be allowed for all participating members votes to be sent. After all votes have been received or forty-eight (48) hours have expired, the postmaster shall announce the results of the vote. The postmaster shall maintain an archive of all messages and votes on the proposal as the minutes of the electronic meeting. The postmaster shall submit the minutes at the next Board meeting for approval. Participation in a meeting pursuant to this paragraph constitutes presence in person at such meeting.

#### IV

#### OFFICERS

A. Officers: The officers of the Corporation shall be a President, one or more

Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, a Postmaster, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

B. Election & Term of Office: The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

C. Removal: Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

D. Vacancies: A vacancy in any office because of death, resignation, removal disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

E. President: The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. The President shall preside at all meetings of the Board of Directors and may sign,

with the Secretary or any other proper officer of the corporation authorized by the Board of Directors to do so, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws or by statute to some other officer or agent of the corporation; and in general the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

F. Vice President: In the absence of the President or in event of the President's inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

G. Treasurer: If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these by-laws; and in general shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors.

H. Secretary: The Secretary shall keep the minutes of the meetings of the Board

of Directors in one or more books provided for that purpose, submit copies of minutes for approval at the next meetings, see that all notices are duly given in accordance with the provisions of these by-laws or as required by law, be custodian of the corporate records, keep a register of the post-office address of each director which shall be furnished to the Secretary by such director, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.

I. Assistant Treasurers & Assistant Secretaries: If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary, or by the President or the Board of Directors.

J. Postmaster: The Postmaster shall ensure proper operation of the Board e-mail distribution list, other Wings Ministry e-mail distribution lists, and maintain official Wings Ministry e-mail accounts. The Postmaster shall provide support for electronic meetings described in section III.L.

## V

### COMMITTEES

A. Committees of Directors: The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation, except that no such committee shall have the authority of the Board of Directors

in reference to amending, altering or repealing the by-laws; electing, appointing or removing any member of any such committee or any director or officer of the corporation; amending the articles of incorporation; restating the articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him by law.

B. Other Committees: Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation and the President of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

C. Term of Office: Each member of a committee shall continue as such until

the next annual meeting of the directors of the corporation and until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

D. Chairpersons: One member of each committee shall be appointed chairperson by the person or persons authorized to appoint the members thereof

E. Vacancies: Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

F. Quorum: Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

G. Rules: Each committee may adopt rules for its own government consistent with these by-laws or with rules adopted by the Board of Directors.

## VI

### CONTRACTS, CHECKS, DEPOSITS & FUNDS

A. Contracts: The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any document in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

B. Checks, Drafts, Etc.: All checks, credit cards, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall

from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such documents shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the corporation.

C. Deposits: All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

D. Gifts: The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or transfer of real property for the general purpose or for any special purpose of the corporation.

E. No Compensation: No director or officer shall receive, directly or indirectly, any income, profit, compensation or pecuniary benefit from the corporation, except that a director or an officer may receive fair market value for services rendered and the corporation shall reimburse such director or officer from funds of the corporation upon presentation of proper documentation for expenses incurred on behalf of the corporation in pursuit of the corporation's purposes. No director or officer shall receive at any time any of the net earnings of the corporation or share in any of the corporate assets upon dissolution of the corporation.

F. Conflicts: Subject to applicable law, no transaction of the corporation shall be affected because a director, officer or employee of the corporation is interested in the transaction. Where the transaction is subject to a vote by the Board of Directors, authorization, approval or ratification of the transaction shall be made by a majority of the directors not interested in the transaction, and in such case, such majority shall constitute a quorum for taking action on the transaction. Any interested party shall not be liable to the corporation for the party's profits, or

the corporation's losses, from the transaction.

## VII

### BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the directors serving on the Board of Directors. All books and records of the corporation may be inspected by any director, or his agent or attorney, for any proper purpose at any reasonable time.

## VIII

### FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

## IX

### WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the New Mexico Nonprofit Corporation Act or under the provisions of the articles of incorporation or the by-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to the notice, whether before or after the time stated therein, is equivalent to the giving of the notice. The attendance of a member in person or by proxy, or of a director, at a meeting constitutes a

waiver of notice of the meeting except when attendance is for the sole purpose of objecting because the meeting is not lawfully called or convened.

## X

### AMENDMENTS

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority of the directors present at any regular meeting or any special meeting, if at least two days' notice (see section III.E above) is given of intention to alter, amend or repeal or to adopt new by-laws at such meeting.

## XI

### DISSOLUTION

The officers and directors of the corporation hereby renounce the right for themselves and their successors in office to receive the proceeds of any distribution of assets upon the dissolution of the corporation. The officers and directors of the corporation hereby bind themselves, their heirs, assigns, and successors in office to distribute any assets remaining at the time of the dissolution for one or more exempt purposes to another organization or organizations that meet the requirements of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code) at the time of such dissolution. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the corporation's principal office is then located, exclusively for such exempt purposes and to such organization or organizations as the court shall determine, which are organized and operated for such purposes as in the judgment of the court will best

accomplish the general purposes for which the dissolved corporation was organized. All officers and directors of the corporation, present and future, expressly agree to this provision and further agree to execute such instruments of conveyance as may be necessary or proper in order to assign all their right, title and interest in and to any assets of the corporation to such an organization or organizations. Such organization(s) may include a successor club, organization, corporation or trust formed by the then active officers and directors of the corporation.

XII

POLITICAL ACTIVITY

No substantial part of the activities of the corporation shall be applied to carry on propaganda, or otherwise attempt to influence legislation or to participate or intervene in any political campaign on behalf of any candidate for public office.

ADOPTED THIS \_\_\_\_ day of \_\_\_\_\_, 2008.

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Paul C. Collins, President

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Beth Rose, Secretary

